

RECORDATION NO. 13271-B  
FILED 1425  
JAN 2 1997 - 11 50 AM

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OF COUNSEL  
URBAN A. LESTER

January 2, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Notice, dated December 13, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which was previously filed with the Commission under Recordation Number 13271.

The names and addresses of the parties to the enclosed document are:

Lessor:: Railcar Associates, L.P.  
(assignee of Rex Railcorp, Inc.)  
33 West Monroe Street  
Chicago, Illinois 60603

Lessee: The Kansas City Southern Railway Company  
111 West 11th Street  
Kansas City, Missouri 64105

A description of the railroad equipment covered by the enclosed document is:

all railcars covered by the Lease as originally filed herein

*Counterparts - Ed M. Lester*

Mr. Vernon A. Williams  
January 2, 1997  
Page 2

Also enclosed is a check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO 13271-B FILED 1425  
JAN 16 1997 11 50 AM

December 13, 1996

Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: Recordation Number 13271

Dear Sir:

Notice is hereby given that the Lease Agreement, dated as of September 23, 1981, between Rex Railways, Inc., Lessor, and The Kansas City Southern Railway Company, Lessee, has expired in accordance with its term.

Very truly yours,

RAILCAR ASSOCIATES, L.P., a Delaware  
limited partnership, Assignee in-interest to  
REX RAILWAYS, INC., by its General Partner,  
GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION

By Marian R Powell

Title Executive Vice President

THE KANSAS CITY SOUTHERN RAILWAY  
COMPANY

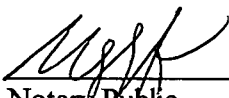
By Steven L. Hefley

Title Vice President Business Unit Operations

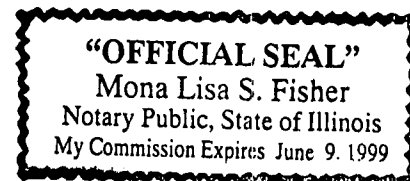
Approved as to Form  
R.P. By [Signature]

State of Illinois )  
 )  
County of Cook ) SS:

On this 30th day of December, 1996, before me personally appeared Marian R. Powell, to me known, who, being duly sworn, says that he is an Executive Vice President of General Electric Railcar Services Corporation, general partner of Railcar Associates, L.P., and that the foregoing instrument was signed on behalf of that corporation by authority of its Board of Directors.

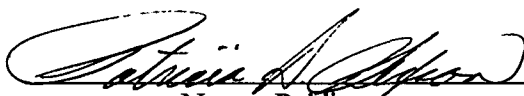
  
\_\_\_\_\_  
Notary Public

My Commission expires: June 9, 1999



State of MISSOURI )  
 )  
County of JACKSON ) SS:

On this 19TH day of DECEMBER, 1996, before me personally appeared STEVEN L HEFLEY, to me known, who, being duly sworn, says that he is an VP - BUS UNIT OP of The Kansas City Southern Railway Company, and that the foregoing instrument was signed on behalf of that corporation by authority of its Board of Directors.

  
\_\_\_\_\_  
Notary Public

My Commission expires: OCTOBER 22, 1998